



QUARTERLY STATEMENT

AS OF JUNE 30, 2011
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code	1311	1311	NAIC Company Code	95844	Employer's ID Number	38-2242827
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [X] No []	
Incorporated/Organized	06/27/1978		Commenced Business		02/08/1979	
Statutory Home Office	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	2850 West Grand Boulevard		Detroit, MI 48202		313-872-8100	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	2850 West Grand Boulevard		Detroit, MI 48202		248-443-1093	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.hap.org					
Statutory Statement Contact	Dianna L Ronan CPA			248-443-1093		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dronan@hap.org			248-443-8610		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
William R Alvin	President and CEO	Ronald W Berry	Treasurer
Irita B Matthews	Asst Secretary		

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

William R Alvin	Cindy Bala-Brusilow Ph D	Marvin W Beatty	William A Conway MD
Linda Ewing	John T Gargaro	Joyce V Hayes-Giles #	Harvey Hollins III #
Jamie C Hsu Ph D #	Kirk J Lewis #	Jackie A Martin	Catherine A Roberts
Robin Scales-Wooten	Nancy R Schlichting	Rebecca R Smith	Susie M Wells

State of Michigan

County of Wayne

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

William R Alvin President and CEO	Ronald W Berry Treasurer	Irita B Matthews Assistant Secretary
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number 0		
2. Date filed		
3. Number of pages attached 0		

Subscribed and sworn to before me this
day of ,

Roderick Irwin Curry, Notary
August 14 2013

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	158,782,172		158,782,172	110,872,960
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	107,687,906		107,687,906	103,983,842
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	3,788,816	3,036,352	752,463	767,022
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (5,290,768)), cash equivalents (\$0) and short-term investments (\$143,516,035)	138,225,267		138,225,267	193,253,982
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	79,971		79,971	46,000
8. Other invested assets	10,965,692		10,965,692	0
9. Receivables for securities	5,896,554		5,896,554	2,790,207
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	1,425,867	0	1,425,867	1,353,321
12. Subtotals, cash and invested assets (Lines 1 to 11)	426,852,245	3,036,352	423,815,892	413,067,335
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,138,039		1,138,039	943,362
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	43,346,984		43,346,984	30,751,670
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	720,050		720,050	473,614
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	18,112,798	15,468,918	2,643,879	1,957,611
21. Furniture and equipment, including health care delivery assets (\$)	467,731	467,731	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	1,810,777		1,810,777	3,184,329
24. Health care (\$3,286,815) and other amounts receivable	3,286,815		3,286,815	4,304,119
25. Aggregate write-ins for other than invested assets	11,774,920	11,705,490	69,430	71,748
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	507,510,357	30,678,491	476,831,866	454,753,789
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	507,510,357	30,678,491	476,831,866	454,753,789
DETAILS OF WRITE-INS				
1101. Deferred Compensation	1,116,679		1,116,679	1,000,258
1102. Rabbi Trust	309,187		309,187	353,064
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	1,425,867	0	1,425,867	1,353,321
2501. Intangible Assets	6,790,422	6,790,422	0	0
2502. Goodwill	2,796,212	2,796,212	0	0
2503. Prepaid Expense	2,118,856	2,118,856	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	69,430	0	69,430	71,748
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	11,774,920	11,705,490	69,430	71,748

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	127,050,428	3,670,812	130,721,240	115,396,294
2. Accrued medical incentive pool and bonus amounts	4,616,025		4,616,025	5,398,310
3. Unpaid claims adjustment expenses	1,129,542		1,129,542	927,229
4. Aggregate health policy reserves	310,743		310,743	310,743
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	16,692,469		16,692,469	14,931,635
9. General expenses due or accrued	15,837,749		15,837,749	21,914,917
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	1,618,846		1,618,846	1,722,811
16. Derivatives.....	58,348		58,348	123,440
17. Payable for securities	3,718,897		3,718,897	5,947,099
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	14,371,418	0	14,371,418	3,114,120
24. Total liabilities (Lines 1 to 23).....	185,404,463	3,670,812	189,075,275	169,786,599
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	287,756,591	284,967,190
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	287,756,591	284,967,190
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	476,831,866	454,753,789
DETAILS OF WRITE-INS				
2301. Pension Liability - Long Term.....	11,522,280		11,522,280	1,063,917
2302. Retiree Health Benefits.....	1,100,466		1,100,466	1,049,946
2303. Deferred Compensation.....	1,116,679		1,116,679	1,000,258
2398. Summary of remaining write-ins for Line 23 from overflow page	631,993	0	631,993	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	14,371,418	0	14,371,418	3,114,120
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,996,728	2,033,261	4,085,888
2. Net premium income (including \$ non-health premium income).....	XXX	893,379,423	852,037,783	1,733,243,460
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	(458)	6,008
8. Total revenues (Lines 2 to 7)	XXX	893,379,423	852,037,325	1,733,249,468
Hospital and Medical:				
9. Hospital/medical benefits		597,166,786	571,664,352	1,150,136,941
10. Other professional services			0	0
11. Outside referrals		30,681,697	27,806,559	55,663,090
12. Emergency room and out-of-area		70,684,080	70,209,522	140,579,375
13. Prescription drugs		115,190,228	117,452,514	238,391,809
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		3,276,384	1,399,082	7,053,662
16. Subtotal (Lines 9 to 15)	0	816,999,175	788,532,029	1,591,824,877
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	816,999,175	788,532,029	1,591,824,877
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 5,031,738 cost containment expenses.....		8,932,667	8,308,186	22,649,210
21. General administrative expenses.....		59,265,228	50,453,847	102,232,950
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	885,197,070	847,294,062	1,716,707,037
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	8,182,353	4,743,262	16,542,431
25. Net investment income earned		2,782,707	1,922,670	4,569,765
26. Net realized capital gains (losses) less capital gains tax of \$		362,142	4,163,063	4,678,913
27. Net investment gains (losses) (Lines 25 plus 26)	0	3,144,849	6,085,733	9,248,678
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	31,415	49,738
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	11,327,203	10,860,411	25,840,847
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	11,327,203	10,860,411	25,840,847
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701. Gain/(Loss) on Sale of Assets.....	XXX		(458)	6,008
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	(458)	6,008
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. CIGNA Miscellaneous Revenues.....			31,415	49,738
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	31,415	49,738

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	284,967,190	256,293,268	256,293,268
34. Net income or (loss) from Line 32	11,327,203	10,860,411	25,840,847
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	4,042,179	2,480,206	3,716,933
37. Change in net unrealized foreign exchange capital gain or (loss)		0	(26,583)
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(10,522,242)	(409,453)	(857,275)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	(2,057,739)	0	0
48. Net change in capital and surplus (Lines 34 to 47)	2,789,401	12,931,164	28,673,922
49. Capital and surplus end of reporting period (Line 33 plus 48)	287,756,591	269,224,432	284,967,190
DETAILS OF WRITE-INS			
4701. Correction of an Immaterial Error - 2010 Pension Reporting.....	(2,057,739)	0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(2,057,739)	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	882,544,942	841,195,351	1,725,662,503
2. Net investment income	3,428,249	2,671,723	5,680,445
3. Miscellaneous income	2,317	66,696	73,625
4. Total (Lines 1 to 3)	885,975,509	843,933,770	1,731,416,573
5. Benefit and loss related payments	801,439,209	766,701,094	1,587,905,420
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	68,376,080	51,551,969	109,561,462
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	869,815,289	818,253,063	1,697,466,882
11. Net cash from operations (Line 4 minus Line 10)	16,160,219	25,680,706	33,949,690
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	256,502,161	16,261,140	205,289,272
12.2 Stocks	13,939,007	19,038,666	34,809,195
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	27,883,264	27,883,264
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	6,977,717	3,287,531
12.8 Total investment proceeds (Lines 12.1 to 12.7)	270,441,168	70,160,787	271,269,262
13. Cost of investments acquired (long-term only):			
13.1 Bonds	304,487,406	112,841,361	315,904,679
13.2 Stocks	13,797,900	10,954,945	27,479,387
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	10,965,692	0	0
13.6 Miscellaneous applications	5,428,613	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	334,679,611	123,796,306	343,384,066
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(64,238,444)	(53,635,519)	(72,114,804)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(6,950,491)	(4,278,846)	(9,384,421)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(6,950,491)	(4,278,846)	(9,384,421)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(55,028,715)	(32,233,659)	(47,549,534)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	193,253,982	240,803,516	240,803,516
19.2 End of period (Line 18 plus Line 19.1)	138,225,267	208,569,857	193,253,982

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	342,635	2,299	279,362	.0	.0	.0	22,764	38,210	.0	.0
2 First Quarter	332,964	2,150	272,900	.0	.0	.0	18,967	38,947	.0	.0
3 Second Quarter	331,596	2,178	271,663	.0	.0	.0	18,819	38,936	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	1,996,728	13,594	1,636,577				113,666	232,891		
Total Member Ambulatory Encounters for Period:										
7. Physician	658,380	4,300	518,050				31,872	104,158		
8. Non-Physician	40,816	250	26,880				1,891	11,795		
9. Total	699,196	4,550	544,930	0	0	0	33,763	115,953	0	0
10. Hospital Patient Days Incurred	120,876	470	50,238				3,042	67,126		
11. Number of Inpatient Admissions	25,498	110	11,824				711	12,853		
12. Health Premiums Written (a).....	893,379,423	5,823,721	596,532,893				53,801,874	237,220,935		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	893,379,423	5,823,721	596,532,893				53,801,874	237,220,935		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	801,439,209	5,215,654	534,247,627				48,687,267	213,288,661		
18. Amount Incurred for Provision of Health Care Services	816,999,175	5,242,820	537,030,275				49,024,268	225,701,812		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 237,220,935

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	52,975,839	482,500,803	21,812,687	75,130,683	74,788,526	94,368,576
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan	4,301,718	44,385,549	1,018,788	4,276,002	5,320,506	4,957,789
6. Title XVIII - Medicare	10,080,331	203,208,330	1,780,218	26,702,862	11,860,549	16,069,929
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	67,357,888	730,094,682	24,611,693	106,109,547	91,969,581	115,396,294
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	3,452,528	534,111	1,429,002	3,187,023	4,881,530	5,398,310
13. Totals (Lines 9-10+11+12)	70,810,416	730,628,793	26,040,695	109,296,570	96,851,111	120,794,604

(a) Excludes \$0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of Health Alliance Plan of Michigan have been completed in accordance with the NAIC Accounting Practices and Procedures Manual (NAPPM). Health Alliance Plan does not utilize accounting practices that depart from the NAPPM, including different practices required by state law. Health Alliance Plan does not have any transactions which have not been addressed by NAIC statutory accounting practices and procedures.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Not applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.

B. Debt Restructuring - Not applicable.

C. Reverse Mortgages - Not applicable.

D. Loan-Backed Securities

(1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.

(2) - (3) Securities with a recognized other-than-temporary-impairment(OTTI): HAP has not recognized any OTTI.

(4) Loan-backed securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months \$139,000.

2. 12 months or longer \$ 8,000.

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months \$12,898,000.

2. 12 months or longer \$ 880,000.

(5) In considering whether an investment is other-than-temporarily impaired, management considers its ability and intent to hold the investment., the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in CMBS and that the severity and duration of any impairments are insufficient to indicate an other-than-temporary impairment.

E. Repurchase Agreements and/or Securities Lending Transactions - As of June 30, 2011, HAP does not own any repurchase agreements. However, HAP has entered into repurchase agreements during the course of the year. Its repurchase agreements with banks and brokers are collateralized by cash or securities equal to at least 102% of the market value of the repurchase agreement. Eligible collateral includes cash, U.S. Treasury securities, U.S. Government agency securities and high grade commercial paper. Collateral is placed with a trustee bank.

HAP does not enter into securities lending transactions.

F. Real Estate - No significant change.

G. Investments in Low-Income Housing Tax Credits - Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

A. Health Alliance Plan has no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.

B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - Not applicable.

7. INVESTMENT INCOME

Not applicable.

NOTES TO FINANCIAL STATEMENTS

8. DERIVATIVE INSTRUMENTS

A. Discussion of the market risk, credit risk and cash requirements of derivatives - No significant change.

B. Description of the Corporation's objectives for using derivatives - No significant change.

C. Description of the Corporation's accounting policies for derivatives - No significant change.

D. HAP does not have any net gain or loss recognized in unrealized gains or losses excluded from the assessment of hedge effectiveness.

E. The net gain or loss recognized in unrealized gains or losses resulting from futures and swaption contracts that no longer qualify for hedge accounting - not applicable.

F. Derivatives accounted for as cash flow hedges of a forecasted transaction - not applicable.

9. INCOME TAXES

Not applicable.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

Not applicable.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

1. Capital Stock - not applicable

2. Preferred Stock - not applicable.

3. Dividend Restrictions - no significant change.

4. Dividends Paid - not applicable.

5. Portion of Company's profits that may be paid as ordinary dividends - no significant change.

6. Restrictions on unassigned funds (surplus) - not applicable.

7. Advances to surplus not repaid - not applicable.

8. Total amount of stock held by the Company for special purposes - not applicable.

9. Changes in balances of any special surplus funds from the prior year - not applicable.

10. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - no significant change.

11. Surplus Notes - not applicable.

12. The impact of any restatement due to a quasi-reorganization - not applicable.

13. The effective date of any quasi-reorganization - not applicable.

14. CONTINGENCIES

A. Contingent Commitments - not applicable.

B. Assessments - not applicable.

C. Gain Contingencies - not applicable.

NOTES TO FINANCIAL STATEMENTS

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - not applicable.

E. All Other Contingencies

CMS uses various payment mechanisms to allocate funding for Medicare programs, including determining payments by considering the risk status of Medicare members as supported by provider medical record documentation. Federal regulators audit the supporting documents and can revise payments based on the audit findings. CMS has announced that it will perform audits of selected Medicare health plans each year to validate the coding practices of and supporting documentation maintained by care providers. These audits involve a review of medical records maintained by providers, including those in and out of network, and may result in prospective and retrospective adjustments to payments made to health plans pursuant to CMS Medicare contracts. HAP has not been notified by CMS that any of its health plans have been selected for audit. HAP is unable to predict the outcome of an audit should one or all of its health plans be selected. However, the outcome of an audit could have a material effect on the results of operations.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Not applicable.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

- A. ASO Plans - Not applicable.
- B. ASC Plans - Not applicable.
- C. Medicare or Similarly Structured Cost Based Reimbursement Contract - No significant change.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

20. FAIR VALUE MEASUREMENT
A.

(1) Assets Measured at Fair Value on a Recurring Basis

(1) Description	(2) (Level 1)	(3) (Level 2)	(4) (Level 3)	(5) Total
a. Assets at fair value				
Bonds:				
U.S. Governments	\$139,524,000	\$		\$139,524,000
Loan Backed Securities		3,234,000		3,234,000
Total Bonds	\$139,524,000	\$ 3,234,000	\$	\$ 142,758,000
Common Stock:				
Industrial and Misc	\$	\$ 78,707,000	\$	\$ 78,707,000
Other Equity Securities	1,426,000			1,426,000
Total Common Stocks	\$ 1,426,000	\$ 78,707,000	\$	\$ 80,133,000
Derivative Assets:				
Future Contracts	\$	\$ 80,000	\$	\$ 80,000
Total Derivative Assets	\$	\$ 80,000	\$	\$ 80,000
Total Assets at Fair Value	\$ <u>140,950,000</u>	\$ <u>82,021,000</u>	\$ <u></u>	\$ <u>222,971,000</u>
b. Liabilities at fair value				
Swaps and options	\$	\$ 58,000	\$	\$ 58,000
Total Liabilities at Fair Value	\$ <u></u>	\$ <u>58,000</u>	\$ <u></u>	\$ <u>58,000</u>

NOTES TO FINANCIAL STATEMENTS

- (2) The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer.
- (3) Assets measured at fair value on a recurring basis using significant unobservable inputs - Not applicable.
- (4) The fair value measurements reported by the Corporation using significant other observable inputs are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.
- B. Assets measured at fair value on a non recurring basis - Not applicable.
- C. Fair value information and information about other similar measurements disclosed under other accounting pronouncements - Not applicable.
- D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable - Not applicable.

21. OTHER ITEMS

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring - Not applicable.
- C. Other Disclosures - No significant change.
- D. Uncollectible Premium Balances, Bills Receivable for Premiums, Amounts Due From Agents and Brokers, Uninsured Plans or Restropectively Rated Contracts - No significant change.
- E. Business Interruption Insurance Recoveries - Not applicable.

22. EVENTS SUBSEQUENT

Not applicable.

23. REINSURANCE

Not applicable.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Claims and claims adjustment expense reserves as of December 31, 2010 were \$116,324,000. As of June 30, 2011 \$70,896,000 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now \$26,882,000. Changes in actuarial estimates of reserves attributable to insured events of prior years reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

- A. Pharmaceutical Rebate Receivables - No significant change.
- B. Risk Sharing Receivables - Not applicable

29. PARTICIPATING POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

NOTES TO FINANCIAL STATEMENTS

31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☐ NA ☒

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/29/2011
- 6.4

By what department or departments?
The Michigan Office of Financial and Insurance Regulation.....
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$768,166

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [X] No []
- 11.2

If yes, give full and complete information relating thereto:
As part of its risk management strategy the Company utilizes put options as a means of managing risk in its investment portfolio.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$25,507,267	\$39,947,046
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$25,507,267	\$39,947,046
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [X] No []
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [X] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank NA.....	Detroit Michigan.....
The Northern Trust Company.....	Chicago Illinois.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Not applicable.....		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Not applicable.....			

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A.....	Brian Gamble.....	Detroit Michigan.....
	Pacific Investment Management	
104559.....	Company.....	New York New York.....
107105.....	Blackrock.....	New York New York.....
104863.....	Income Research & Management.....	Boston Massachusetts.....
	J.P. Morgan Investment	
801-21011.....	Management Inc.....	Jersey City New Jersey.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	92.0 %
1.2 A&H cost containment percent	0.6 %
1.3 A&H expense percent excluding cost containment expenses.....	7.1 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

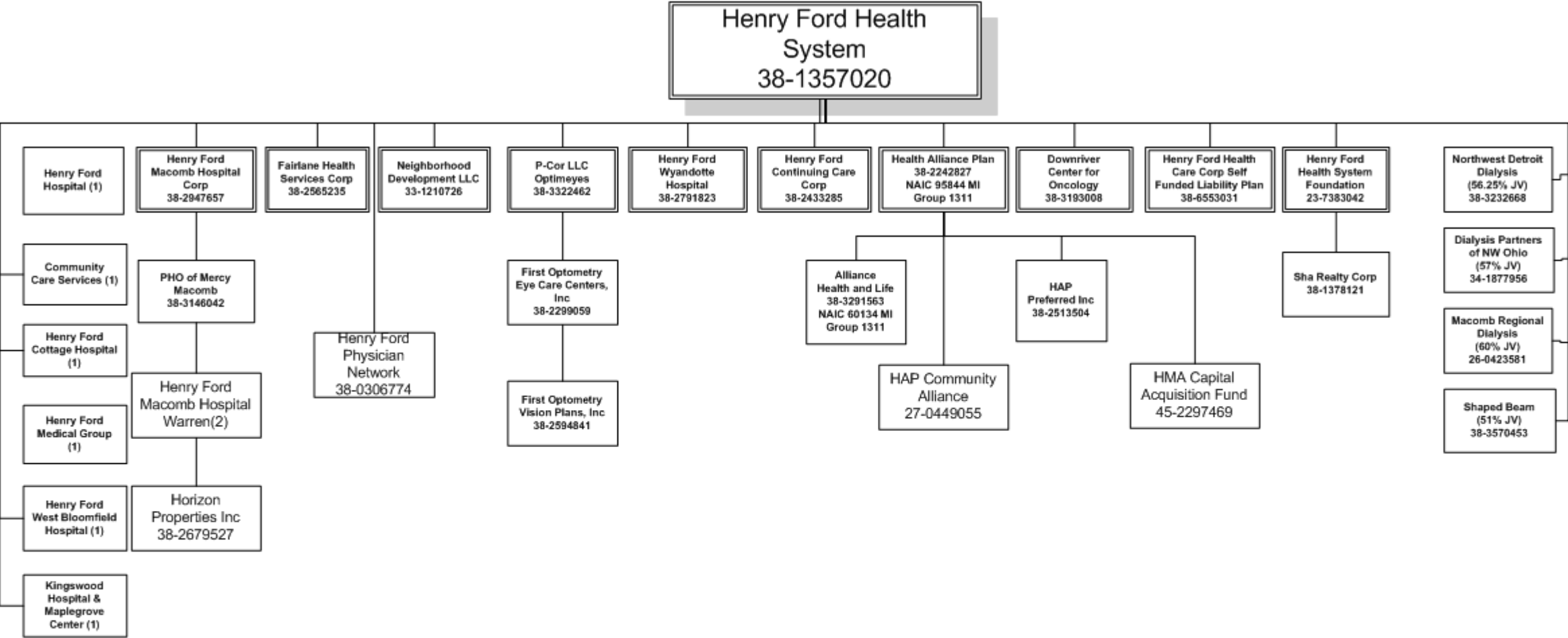
1	2	3	4	5	6	7
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5 Federal Employees Health Benefits Program Premiums	6	7	8	9
States, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX		Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	L	598,965,203	237,220,935		53,801,874			889,988,012	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		598,965,203	237,220,935	0	53,801,874	0	0	889,988,012	0
60. Reporting entity contributions for Employee Benefit Plans	XXX		3,391,411						3,391,411	
61. Total (Direct Business)	(a) 1		602,356,614	237,220,935	0	53,801,874	0	0	893,379,423	0
DETAILS OF WRITE-INS										
5801.		XXX							0	
5802.		XXX							0	
5803.		XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page.		XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)		XXX	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



Legend:

- (1) Represents a business unit under Henry Ford Health System's Tax ID #
- (2) Represents a business unit under Henry Ford Macomb Hospital Corp

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1. Health Alliance Plan offers its Medicare Part D coverage through a Medicare Advantage plan

Bar Code:

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Other Assets.....	57,843		57,843	57,843
2505. Other Receivables.....	11,587		11,587	13,904
2506.			0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	69,430	0	69,430	71,748

MQ003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Liability for CMS Coverage Gap Discount Program.....	631,993		631,993	
2397. Summary of remaining write-ins for Line 23 from Page 03	631,993	0	631,993	0

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,185,484	2,443,244
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	855,560	1,270,640
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation	252,228	528,400
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	3,788,816	3,185,484
10. Deduct total nonadmitted amounts	3,036,352	2,418,462
11. Statement value at end of current period (Line 9 minus Line 10)	752,463	767,022

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	26,682,854
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	10,965,692	.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease)		(1,965,548)
6. Total gain (loss) on disposals		3,165,957
7. Deduct amounts received on disposals		27,883,264
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	10,965,692	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	10,965,692	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	214,856,803	105,481,103
2. Cost of bonds and stocks acquired	318,285,304	343,384,066
3. Accrual of discount	90,676	104,298
4. Unrealized valuation increase (decrease)	3,576,992	5,455,916
5. Total gain (loss) on disposals	594,563	937,013
6. Deduct consideration for bonds and stocks disposed of	270,441,168	240,098,467
7. Deduct amortization of premium	567,730	380,540
8. Total foreign exchange change in book/adjusted carrying value	74,634	(26,585)
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	266,470,075	214,856,803
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	266,470,075	214,856,803

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	283,814,583	604,899,908	604,206,257	81,127	283,814,583	284,589,361	0	284,933,296
2. Class 2 (a).....	14,894,414	2,597,508	2,031,468	(400,356)	14,894,414	15,060,098	0	12,388,040
3. Class 3 (a).....	2,427,090		952,062	(16,120)	2,427,090	1,458,908	0	2,888,271
4. Class 4 (a).....	1,232,010		36,472	(5,697)	1,232,010	1,189,841	0	1,420,641
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	302,368,097	607,497,416	607,226,259	(341,046)	302,368,097	302,298,208	0	301,630,248
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	302,368,097	607,497,416	607,226,259	(341,046)	302,368,097	302,298,208	0	301,630,248

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$0 ; NAIC 2 \$0 ;
NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	143,516,035	XXX	143,534,797	76,911	17,028

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	190,757,289	235,807,164
2. Cost of short-term investments acquired	814,912,043	2,080,556,941
3. Accrual of discount	2,910	4,558
4. Unrealized valuation increase (decrease).....		96,239
5. Total gain (loss) on disposals	1,559	(77,837)
6. Deduct consideration received on disposals	862,107,721	2,125,447,888
7. Deduct amortization of premium.....	50,045	181,889
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	143,516,035	190,757,289
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	143,516,035	190,757,289

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards	
1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	(42,657)
2. Cost Paid/(Consideration Received) on additions	8,280
3. Unrealized Valuation increase/(decrease)	(26,710)
4. Total gain (loss) on termination recognized	20,017
5. Considerations received/(paid) on terminations	17,278
6. Amortization	
7. Adjustment to the Book/Adjusted Carrying Value of hedged item	
8. Total foreign exchange change in Book/Adjusted Carrying Value	
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	(58,348)
10. Deduct nonadmitted assets	
11. Statement value at end of current period (Line 9 minus Line 10)	(58,348)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts	
1. Book/Adjusted carrying value, December 31 of prior year	46,000
2. Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	66,000
3.1 Change in variation margin on open contracts	
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 17, current year to date minus	13,971
3.22 Section 1, Column 17, prior year	(38,193)
3.22 Section 1, Column 17, prior year	52,164
Change in amount recognized	
3.23 Section 1, Column 16, current year to date minus	3,458
3.24 Section 1, Column 16, prior year	(38,193)
3.24 Section 1, Column 16, prior year	41,651
3.24 Section 1, Column 16, prior year	93,815
3.3 Subtotal (Line 3.1 minus Line 3.2)	(93,815)
4.1 Variation margin on terminated contracts during the year	
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	57,360
4.22 Amount recognized	7,426
4.22 Amount recognized	64,786
4.3 Subtotal (Line 4.1 minus Line 4.2)	(64,786)
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Recognized	3,000
5.2 Used to adjust basis of hedged items	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	79,971
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	79,971

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	(44,129)
2.	Part B, Section 1, Column 14.....	0
3.	Total (Line 1 plus Line 2).....	(44,129)
4.	Part D, Column 5.....	43,000
5.	Part D, Column 6.....	(44,129)
6.	Total (Line 3 minus Line 4 minus Line 5).....	(43,000)
		Fair Value Check
7.	Part A, Section 1, Column 16.....	(44,129)
8.	Part B, Section 1, Column 13.....	(1,427)
9.	Total (Line 7 plus Line 8).....	(45,556)
10.	Part D, Column 8.....	43,000
11.	Part D, Column 9.....	(44,129)
12.	Total (Line 9 minus Line 10 minus Line 11).....	(44,427)
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	0
14.	Part B, Section 1, Column 19.....	43,000
15.	Part D, Column 11.....	43,000
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired		845,600,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals		845,600,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

EO1

NONE

[illegible]

NONE

[illegible]

EO2

NONE

[illegible]

NONE

[illegible]

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

[illegible]

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

[illegible]

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Governments									
.01N040-66-0	GNMA TBA 01N040660		.05/09/2011	BANKOFAMER		203,656	200,000		1
.01N040-67-8	GNMA TBA 01N040678		.05/23/2011	BANKOFAMER		203,563	200,000		1
.3620AM-TF-9	GNMA		.03/01/2011	BARCLAYSBA		26,138	26,299	.56	1
.36230U-HS-1	GNMA		.03/01/2011	BARCLAYSBA		25,234	25,389	.54	1
.36297G-P4-6	GNMA		.03/01/2011	BARCLAYSBA		942,533	948,312	2,002	1
.38373Y-PR-9	GNMA		.04/12/2011	DIRECT		88,810	83,000	178	1
.38374N-B8-9	GNMA		.04/13/2011	DIRECT		26,969	25,000	.65	1
.912828-KK-5	UNITED STATES TREAS NTS		.05/19/2011	VARIOUS		2,931,342	2,900,000	3,314	1
.912828-ND-8	UNITED STATES TREAS		.05/03/2011	CITIGROUPG		1,647,375	1,600,000	26,298	1
.912828-PC-8	UNITED STATES TREAS		.05/02/2011	NOMURASECU		909,671	900,000	.609	1
.912828-PR-5	UNITED STATES TREAS		.06/21/2011	GREENWICH CAPITAL		1,268,925	1,263,000	3,118	1
.912828-PS-3	UNITED STATES TREAS		.05/27/2011	VARIOUS		770,018	765,000	4,105	1
.912828-PZ-7	UNITED STATES TREAS		.04/05/2011	CREDITSUIS		1,517,369	1,520,000	1,601	1
.912828-QA-1	UNITED STATES TREAS		.04/08/2011	BANKOFNEWY		90,000	90,000	.61	1
.912828-QB-9	UNITED STATES TREAS NTS		.04/01/2011	BARCLAYSBA		99,406	100,000	.31	1
.912828-QC-7	UNITED STATES TREAS NTS		.05/13/2011	VARIOUS		9,627,845	9,560,000	7,319	1
.912828-QE-3	UNITED STATES TREAS		.05/06/2011	VARIOUS		15,419,871	15,420,000	1,118	1
.912828-QF-0	UNITED STATES TREAS		.05/17/2011	VARIOUS		3,221,969	3,190,000	3,047	1
.912828-QL-7	UNITED STATES TREAS		.06/08/2011	VARIOUS		38,538,301	38,400,000	36,186	1
.912828-QM-5	UNITED STATES TREAS		.05/26/2011	VARIOUS		3,825,998	3,820,000	365	1
.912828-QN-3	UNITED STATES TREAS		.06/13/2011	MORGANSTAN		403,875	400,000	1,019	1
.912828-QP-8	UNITES STATES TREAS 912828QP8		.06/29/2011	VARIOUS		29,961,466	29,695,000	31,569	1
.912828-QQ-6	UNITED STATES TREAS		.06/07/2011	CITIGROUPG		3,814,844	3,800,000	1,973	1
.912828-QR-4	UNITED STATES TREAS		.06/29/2011	VARIOUS		6,069,500	6,100,000		1
.912828-QS-2	UNITED STATE TREAS		.06/27/2011	VARIOUS		3,060,114	3,060,000	.56	1
.912828-QZ-6	UNITED STATES TREAS		.06/28/2011	VARIOUS		17,817,538	17,796,000	1,855	1
0599999 - Bonds - U.S. Governments						142,512,330	141,887,000	125,999	XXX
Bonds - All Other Governments									
.105756-BQ-2	BRAZIL GLOBAL BND	F	.06/03/2011	BARCLAYSBA		344,070	300,000	6,936	2FE
.50064F-AJ-3	KOREA REP	F	.06/30/2011	BANKOFAMER		482,780	400,000	6,254	1FE
1099999 - Bonds - All Other Governments						826,850	700,000	13,190	XXX
Bonds - U.S. Special Revenue									
.01F040-64-4	FNMA		.03/24/2011	MORGANSTAN		(986,250)	(1,000,000)		1
.01F040-65-1	FNMA TBA 01F040651		.05/06/2011	CREDITSUIS		1,506,872	1,500,000		1
.01F040-66-9	FNMA TBA		.06/07/2011	CREDITSUIS		1,513,418	1,500,000		1
.01F042-66-5	FNMA TBA		.04/26/2011	CREDITSUIS		1,020,000	1,000,000	1,500	1
.01F042-67-3	FNMA TBA		.06/29/2011	VARIOUS		2,282,188	2,200,000	3,575	1
.01F052-65-6	FNMA TBA		.05/04/2011	MORGANSTAN		430,656	400,000	672	1
.01F052-66-4	FNMA TBA 01F052664		.05/04/2011	MORGANSTAN		965,672	900,000	1,650	1
.31283K-ZD-3	FHLMC		.03/25/2011	GOLDMANSAC		(5,424)	(5,068)	.12	1
.3128P7-D7-5	FHLMC		.04/05/2011	DIRECT		98,372	91,803	168	1
.31294K-WE-1	FHLMC		.03/25/2011	GOLDMANSAC		(2,728)	(2,549)	6	1
.31294K-XT-7	FHLMC POOL #E01590		.03/25/2011	GOLDMANSAC		(2,673)	(2,498)	6	1
.3138A5-R4-6	FNMA		.03/24/2011	MORGANSTAN		768,289	779,000	1,039	1
.3138AA-6H-9	FNMA		.03/24/2011	MORGANSTAN		217,962	221,000	295	1
.3138EG-EG-5	FNMA 3138EGEG5		.05/09/2011	DIRECT		103,272	98,413	154	1
.3138EG-HF-4	FNMA 3138EGHF4		.05/16/2011	VARIOUS		104,632	95,746	219	1
.31394A-HT-6	FNMA 31394AHT6		.04/20/2011	DIRECT		38,197	36,916	115	1
.31394C-2T-8	FNMA 31394C2T8		.05/04/2011	DIRECT		75,294	70,000	78	1
.31394D-JH-4	FNMA		.04/05/2011	DIRECT		52,984	50,000	.49	1
.31394D-PA-2	FNMA 31394DPA2		.05/26/2011	DIRECT		200,494	185,000		1
.31394E-FT-0	FNMA 31394EFT0		.04/19/2011	CAPMSECI		132,765	121,943	447	1
.31394G-HU-0	FHLMC		.04/07/2011	DIRECT		63,338	60,000	.92	1
.31394L-4E-9	FHLMC		.04/07/2011	DIRECT		79,500	75,000	115	1
.31394P-SZ-7	FHLMC 31394PSZ7		.05/10/2011	DIRECT		133,809	125,000	188	1
.31395K-T2-9	FHLMC		.04/26/2011	DIRECT		58,764	55,000	214	1
.31395M-BG-3	FHLMC 31395MBG3		.05/06/2011	DIRECT		107,563	100,000	139	1
.31395M-GA-1	FHLMC		.04/25/2011	DIRECT		159,313	150,000	326	1

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
31395P-BR-2	FHLMC		04/06/2011	DIRECT		105,938	100,000	139	1
31396Q-MN-6	FNMA 31396QMN6		05/03/2011	DIRECT		114,759	105,404	86	1
31396Y-H2-1	FNMA		04/05/2011	DIRECT		86,358	82,689	72	1
31397L-S7-5	FNMA 31397LS75		05/26/2011	DIRECT		67,321	62,208		1
31397N-L4-5	FNMA		04/13/2011	DIRECT		74,001	67,007	208	1
31398F-2M-2	FNMA		06/28/2011	DIRECT		113,697	108,404		1
31398K-ZB-9	FHLMC 31398KZB9		05/06/2011	DIRECT		86,434	82,638	103	1
31407Q-F4-3	FNMA POOL #837287		05/26/2011	VARIOUS		183,699	176,052	277	1
31416C-FK-7	FNMA 31416CFK7		05/06/2011	DIRECT		76,552	70,514	119	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						10,025,038	9,659,622	12,063	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00209T-AA-3	AT&T BROADBAND		06/14/2011	DIRECT		438,528	390,000	8,347	2FE
02003M-BQ-6	ALLSTATE GLOBAL 02003MBQ6		05/11/2011	DIRECT		54,054	50,000	119	1FE
02005J-AC-3	ALLY AUTO RECV		06/08/2011	DIRECT		81,992	82,000		1FE
02005L-AD-6	ALLY AUTO REC		04/27/2011	DIRECT		25,320	25,000	25	1FE
02005R-AB-7	ALLY AUTO RECV		04/12/2011	DIRECT		49,969	50,000		1FE
03064E-AC-0	AMERICREDIT AUTO REC		04/19/2011	BARCLAY FINANCE		100,875	100,000	81	1FE
03064N-AD-8	AMERICREDIT AUTO RECV		04/06/2011	DEUTSCHEAL		149,989	150,000		1FE
031162-BF-6	AMGEN INC		06/27/2011	DIRECT		13,968	14,000		1FE
03523T-BD-9	ANHEUSER BUSCH INBEV		04/15/2011	DIRECT		56,950	50,000	310	1FE
037389-AV-5	ACN CORP		04/26/2011	DIRECT		25,555	25,000	70	2FE
04271G-AA-6	ARRAN RESIDENTIAL MTG		04/06/2011	ROYALBANKO		300,000	300,000		1FE
05367A-AA-1	AVIATION CAP GROUP		04/13/2011	STATETREE		413,750	400,000	238	2FE
05531F-AF-0	BB&T CORP		05/04/2011	DIRECT		15,709	15,000	16	1FE
055451-AA-6	BHP FINANCE		04/25/2011	DIRECT		75,069	70,000	121	1FE
05565Q-BF-4	BP CAPITAL MKTS	F	05/19/2011	JPMORGANSE		292,915	270,000	669	1FE
05947U-VN-5	BANC AMER COML MTG		04/15/2011	PNCBANK		351,347	330,000	849	1FE
060505-AR-5	BANK OF AMERICA		05/25/2011	DIRECT		20,939	20,000	206	1FE
06051G-DY-2	BANK OF AMERICA		04/12/2011	DIRECT		17,015	15,000	461	1FE
06739F-GP-0	BARCLAYS BK PLC		06/02/2011	BARCLAYSBA		204,618	200,000	1,861	1FE
067901-AC-2	BARRICK GOLD CORP	I	06/14/2011	RBCCAPITAL		251,013	250,000	194	1FE
09247X-AD-3	BLACKROCK		05/25/2011	DIRECT		58,197	55,000	827	1FE
10112R-AK-0	BOSTON PPTYs LTD PAR		05/17/2011	SALOMAN BROTHERS		202,500	200,000	1,517	2FE
12572Q-AD-7	CME GROUP INC		04/28/2011	DIRECT		55,656	50,000	623	1FE
12612B-AD-2	CNH EQUIP TR		04/14/2011	DIRECT		101,719	100,000	28	1FE
12619S-AC-0	CNH EQUIP TRUST		04/28/2011	DIRECT		140,088	140,000	82	1FE
12622X-AC-4	CNH EQUIP TRUST 12622XAC4		05/04/2011	DIRECT		93,988	94,000		1FE
136069-DS-7	CANADIAN IMPERIAL BK	A	06/28/2011	DIRECT		25,135	25,000	33	1FE
14040H-AS-4	CAP 1 FINL CORP		06/08/2011	DIRECT		29,089	25,000	102	2FE
17121D-AC-3	CHRYSLER FINL AUTO		04/15/2011	DIRECT		205,352	205,000	62	1FE
17275R-AC-6	CISCO SYS		05/25/2011	DIRECT		45,032	40,000	376	1FE
17314J-AT-0	CITIBANK		06/14/2011	DIRECT		204,082	200,000	1,643	1FE
189054-AF-6	CLOROX CO		06/10/2011	DIRECT		16,519	15,000	313	2FE
191219-BT-0	COCA COLA		04/26/2011	DIRECT		75,555	65,000	746	1FE
69141D-AA-3	BUMPER 4	D	04/14/2011	DIRECT		289,190	289,190		1FE
20030N-AL-5	COMCAST CORP		06/16/2011	UNIONBANKO		172,266	150,000	2,360	2FE
202795-HW-3	COMWLTH EDISON		06/10/2011	DIRECT		25,260	25,000	166	2FE
21987B-AJ-7	CORP NACIONAL DE COBRE CHILE	F	06/07/2011	UNIONBANKO		195,287	180,000	1,306	1FE
22541L-AR-4	CREDIT SUISSE 22541LAR4		06/06/2011	DIRECT		49,532	45,000	878	1FE
22822R-AV-2	CROWN CASTLE TOWERS		05/18/2011	MORGAN STANLEY		25,222	25,000	18	1FE
235851-AK-8	DANAHER CORP		06/20/2011	MONTGOMERY SECURITIES		20,983	21,000		1FE
24240V-AM-3	DEAN WITTER DISCOVER		04/06/2011	DIRECT		120,416	109,000	2,044	1FE
24702R-AP-6	DELL INC		05/18/2011	CORTVIEW		50,867	50,000	228	1FE
25470D-AB-5	DISCOVERY COMM		06/15/2011	DIRECT		26,438	25,000	49	2FE
278642-AB-9	EBAY INC		05/12/2011	DIRECT		19,413	20,000	29	1FE
N1760N-AA-0	TURBO FINANCE	D	04/15/2011	DIRECT		314,313	287,648		1FE
316773-CK-4	FIFTH THIRD BANCCORP 316773CK4		06/08/2011	DIRECT		25,716	25,000	347	2FE
34529M-AD-4	FORD CR AUTO		05/02/2011	DIRECT		100,359	100,000	88	1FE
362332-AB-4	GS MTG SEC 362332AB4		06/23/2011	GOLDMAN SACHS		514,854	514,854	2,194	1FE
370334-BG-8	GENERAL MILLS		06/03/2011	DIRECT		27,230	25,000	412	2FE
373334-JM-4	GEORGIA POWER COMPANY		06/15/2011	DIRECT		50,157	45,000	368	1FE

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
38141G-DK-7	GOLDMAN SACHS GROUP		05/18/2011	BNPPBOND		31,901	30,000	507	1FE
38259P-AA-0	GOOGLE INC.		05/16/2011	DIRECT		205,953	206,000		1FE
40429C-FZ-0	HSBC FINANCE		04/25/2011	DIRECT		105,534	100,000	2,114	1FE
428236-AT-0	HEWLETT-PACKARD CO		06/28/2011	DIRECT		28,061	25,000	510	1FE
43813T-AD-5	HONDA AUTO		05/03/2011	DIRECT		5,972	6,000	6	1FE
459200-GR-6	INTL BUS MACH		04/06/2011	DIRECT		101,958	100,000	904	1FE
477867-AC-9	JOHN DEERE OWNER TR		04/13/2011	DIRECT		14,999	15,000		1FE
47787A-AE-7	JOHN DEERE 47787AAE7		04/15/2011	DIRECT		50,836	50,000	15	1FE
494368-AQ-6	KIMBERLY CLARK		06/02/2011	DIRECT		46,122	40,000	856	1FE
61532X-AC-0	MONUMENTAL GLOBAL		04/05/2011	DIRECT		96,379	90,000	1,089	1FE
61747Y-CK-9	MORGAN STANLEY		04/13/2011	DIRECT		103,672	100,000	1,727	1FE
63866E-BL-3	NATIONWIDE LIFE GLOBAL		04/13/2011	DIRECT		79,314	75,000	182	1FE
64952W-AA-1	NEW YORK LIFE		04/28/2011	DIRECT		60,439	55,000	394	1FE
652478-AY-4	NEWS AMER HOLD		04/25/2011	DIRECT		53,276	45,000	162	2FE
65476H-AC-4	NISSAN AUTO REC		04/21/2011	DIRECT		109,966	110,000	7	1FE
665859-AK-0	NORTHERN TRUST CO		06/02/2011	DIRECT		98,629	90,000	416	1FE
68389X-AD-7	ORACLE CORP		05/20/2011	DIRECT		53,883	50,000	275	1FE
78008K-NA-7	ROYAL BANK CANADA		06/06/2011	DIRECT		50,088	50,000	225	1FE
78355H-JM-2	RYDER SYSTEMS		06/15/2011	DIRECT		10,743	10,000	182	2FE
78387G-AP-8	SBC COMMUNICATIONS		06/17/2011	DIRECT		353,389	320,000	4,059	1FE
784419-AD-5	SLC PRIV STUDENT		05/05/2011	GREENWICH		180,715	182,887	51	1FE
78443C-BM-5	SLM PRIVATE CR		04/07/2011	CITIGROUP		151,095	157,494	62	1FE
784657-AE-8	SSIF NEV LTD PART		04/06/2011	BARCLAYSBA		400,000	400,000		1FE
80282D-AC-6	SANTANDER DRIVE		04/05/2011	DIRECT		35,295	35,000	41	1FE
816851-AQ-2	SEMPRA ENERGY		05/25/2011	DIRECT		15,106	15,000	58	2FE
822582-AQ-5	SHELL INTL FIN B V	F	05/25/2011	DIRECT		46,929	45,000	593	1FE
83162C-PX-5	SBA 83162CPX5		05/06/2011	DIRECT		203,555	187,554	279	1
857477-AE-3	STATE STREET CORP		05/23/2011	DIRECT		21,598	20,000	420	1FE
867914-BD-4	SUNTRUST BANKS		04/21/2011	DIRECT		50,302	50,000	165	2FE
87246A-AC-2	TIAA SEASONED CMO 87246AAC2		05/12/2011	DIRECT		65,794	60,000	70	1FE
87938W-AK-9	TELEFONICA EMISIONES	F	04/27/2011	DIRECT		76,058	75,000	32	2FE
88732J-AK-4	TIME WARNER CABLE INC		06/14/2011	BEARSTEARN		76,955	70,000	2,001	2FE
88732J-AQ-1	TIME WARNER CABLE INC		04/25/2011	DIRECT		151,505	130,000	2,071	2FE
88732J-AR-9	TIME WARNER CABLE		06/16/2011	BEARSTEARN		115,765	100,000	1,667	2FE
89232E-AC-6	TOYOTA AUTO RECV		04/04/2011	DIRECT		45,225	45,000	35	1FE
89233P-4B-9	TOYOTA MTR CR CORP M		05/03/2011	DIRECT		51,607	50,000	618	1FE
89235X-AB-3	TOYOTA AUTO RECV		04/19/2011	BARCLAY FINANCE		100,000	100,000	17	1FE
89352H-AA-7	TRANS-CANADA PIPELINE	A	06/30/2011	DIRECT		26,399	25,000	58	1FE
907818-AZ-1	UNION PACIFIC		05/06/2011	DIRECT		47,538	40,000	778	2FE
91159H-GT-1	US BANCORP		04/04/2011	DIRECT		20,547	20,000	219	1FE
92343V-AC-8	VERIZON COMM		06/07/2011	DIRECT		227,006	200,000	3,546	1FE
925524-BB-5	VIACOM INC		06/07/2011	DIRECT		40,791	35,000	243	2FE
94980V-AA-6	WELLS FARGO BANK		05/18/2011	SALOMAN BROTHERS		299,783	279,000	3,829	1FE
98153Y-AC-8	WORLD OMNI AUTO RECV		04/14/2011	DIRECT		150,727	150,000	22	1FE
98158K-AC-3	WORLD OMNI AUTO		04/18/2011	DIRECT		154,903	155,000	29	1FE
605505-AF-2	ARRAN RES MTGE	D	06/08/2011	DIRECT		130,370	131,514	404	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						10,769,085	10,282,141	61,344	XXX
8399997 - Subtotals- Bonds - Part 3						164,133,303	162,528,763	212,596	XXX
8399999 - Subtotals - Bonds						164,133,303	162,528,763	212,596	XXX
Common Stocks - Industrial and Miscellaneous									
111994-90-1	JP MORGAN CORE BOND FUND		05/25/2011	DIRECT	7,400,756.570	73,900,003		0	XXX
62826M-92-1	JP MORGAN CORE BOND FUND		05/02/2011	DIRECT	61,672.710	647,253		0	XXX
72201P-61-3	PIMCO		06/21/2011	CHICAGOMUT	599,655.240	6,003,149		0	XXX
9099999 - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						80,550,405	XXX	0	XXX
9799997 - Subtotals - Common Stocks - Part 3						80,550,405	XXX	0	XXX
9799999 - Subtotals - Common Stocks						80,550,405	XXX	0	XXX
9899999 - Subtotals- Preferred and Common Stocks						80,550,405	XXX	0	XXX
9999999 Totals						244,683,708	XXX	212,596	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
000000-00-0...													.0					.0			
01N040-66-0...	GNMA TBA 01N040660		05/23/2011	9112105		204,344	200,000	203,656							203,656		.688	.688		06/15/2040	1
3620AM-TF-9...	GNMA		03/24/2011	5995304		26,331	26,299	26,138					.0		26,138		.193	.193	.56	01/15/2041	1
36230U-HS-1...	GNMA		03/24/2011	5995304		25,421	25,389	25,234					.0		25,234		.187	.187	.54	02/15/2041	1
362976-P4-6...	GNMA		03/24/2011	5995304		949,497	948,312	942,533		(6)			(6)		942,527		6,970	6,970	2,002	11/15/2040	1
383730-HX-2...	GNMA		06/01/2011	PAYDOWN		3,988	3,988	4,128		(140)			(140)		3,988		.0	.0	.36	02/16/2032	1
38374K-DQ-3...	GNMA 38374KDQ3		06/20/2011	DIR		6,440	6,440	6,442		(11)			(11)		6,430		.9	.9	.13	09/20/2033	1
83162C-NT-6...	SMALL BUSINESS ADMIN		05/02/2011	DIR		10,319	10,319	11,248	11,235	(17)			(17)		11,218		(899)	(899)	.271	05/01/2024	1
912828-GK-0...	UNITED STATES TREAS		05/02/2011	2493105		1,036,484	1,000,000	1,043,480		(8,034)			(8,034)		1,035,446		1,038	1,038	.31	02/29/2012	1
912828-KK-5...	UNITED STATES TREAS NTS		05/13/2011	618105		970,422	960,000	970,466		(40)			(40)		970,426		(4)	(4)	1,118	04/15/2014	1
912828-KN-9...	UNITED STATES TREAS NTS		04/25/2011	DIR		510,430	500,000	506,818		(336)			(336)		506,482		3,948	3,948	4,460	04/30/2014	1
912828-MU-1...	UNITED STATES TREAS		06/29/2011	DIR		1,349,115	1,341,000	1,346,609	1,344,835	(1,515)			(1,515)		1,343,320		5,795	5,795	10,039	03/31/2012	1
912828-ND-8...	UNITED STATES TREAS		06/03/2011	VARIOUS		942,395	900,000	926,648		(167)			(167)		926,481		15,914	15,914	16,680	05/15/2020	1
912828-PC-8...	UNITED STATES TREAS		05/11/2011	DIR		909,841	900,000	909,671		(32)			(32)		909,639		.202	.202	.913	11/15/2020	1
912828-PE-4...	UNITED STATES TREAS		04/15/2011	DIR		96,977	100,000	95,910		126			126		96,036		.941	.941	.584	10/31/2015	1
912828-PH-7...	UNITED STATES TREAS		05/16/2011	DIR		468,547	468,000	467,853	467,862	33			33		467,895		.652	.652	1,251	08/31/2012	1
912828-PR-5...	UNITED STATES TREAS		05/17/2011	BARCLAYF		287,930	287,000	287,304		(48)			(48)		287,255		.674	.674	.530	01/31/2013	1
912828-PS-3...	UNITED STATES TREAS		06/21/2011	VARIOUS		1,086,451	1,068,000	1,071,118		(52)			(52)		1,071,066		15,384	15,384	7,085	01/31/2016	1
912828-PZ-7...	UNITED STATES TREAS		04/14/2011	VARIOUS		3,039,941	3,040,000	3,035,469		.1			.1		3,035,470		4,470	4,470	2,736	03/15/2014	1
912828-OA-1...	UNITED STATES TREAS		05/02/2011	VARIOUS		3,523,895	3,490,000	3,491,358		(60)			(60)		3,491,298		32,597	32,597	5,828	03/31/2016	1
912828-OB-9...	UNITED STATES TREAS NTS		04/26/2011	5995304		101,031	100,000	99,406		.3			.3		99,409		1,622	1,622	.212	03/31/2018	1
912828-OC-7...	UNITED STATES TREAS NTS		05/13/2011	VARIOUS		9,644,683	9,560,000	9,627,845		(234)			(234)		9,627,611		17,063	17,063	8,228	04/15/2014	1
912828-OE-3...	UNITED STATES TREAS		06/02/2011	VARIOUS		15,479,135	15,420,000	15,419,871		(143)			(143)		15,419,729		59,406	59,406	8,599	04/30/2013	1
912828-OF-0...	UNITED STATES TREAS		05/26/2011	VARIOUS		3,226,885	3,190,000	3,221,969		(174)			(174)		3,221,795		5,090	5,090	4,553	04/30/2016	1
912828-OH-6...	UNITED STATES TREAS		04/08/2011	DIR		349,807	350,000	348,670		63			63		348,670		1,137	1,137	.665	02/15/2014	1
912828-OJ-2...	UNITED STATES TREAS		04/08/2011	343105		89,617	90,000	89,775		(5)			(5)		89,771		(154)	(154)	.218	02/29/2016	1
912828-OL-7...	UNITED STATES TREAS		06/08/2011	VARIOUS		49,333,564	49,105,000	49,231,593		(2,533)			(2,533)		49,229,060		104,493	104,493	51,507	03/31/2013	1
912828-OM-5...	UNITED STATES TREAS		06/02/2011	VARIOUS		3,843,058	3,820,000	3,825,998		(73)			(73)		3,825,924		17,134	17,134	1,662	05/15/2014	1
912828-OP-8...	UNITES STATES TREAS		06/29/2011	VARIOUS		29,398,700	29,100,000	29,362,521		(225)			(225)		29,362,296		36,404	36,404	35,478	05/31/2016	1
912828-OR-4...	UNITED STATES TREAS		06/30/2011	196101		592,852	600,000	597,000		.1			.1		597,001		(4,150)	(4,150)	.24	06/30/2016	1
912828-OS-2...	UNITED STATE TREAS		06/20/2011	8944407		501,131	500,000	499,464		.1			.1		499,465		1,666	1,666	.61	06/15/2014	1
912828-OZ-6...	UNITED STATES TREAS		06/30/2011	VARIOUS		2,503,488	2,500,000	2,502,743		(113)			(113)		2,502,630		.858	.858	.854	05/31/2013	1
0599999 - Bonds - U.S. Governments						130,512,719	129,609,747	130,198,875	1,823,932	0	(13,730)	0	(13,730)	0	130,183,366	0	329,328	329,328	196,883	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
01F040-65-1...	FNMA TBA 01F040651		05/12/2011	DIR		1,487,419	1,500,000	1,506,872					.0		1,506,872		(19,453)	(19,453)		05/15/2039	1
01F040-66-9...	FNMA TBA		06/13/2011	DIR		1,500,000	1,500,000	1,513,418		(8)			(8)		1,513,410		(13,410)	(13,410)		12/25/2041	1
01F042-65-7...	FNMA TBA		04/26/2011	5601205		1,023,789	1,000,000	1,021,875		(5)			(5)		1,021,870		1,919	1,919	1,375	05/01/2039	1
01F042-66-5...	FNMA TBA		06/06/2011	5601205		1,041,797	1,000,000	1,020,000		.0			.0		1,020,000		21,797	21,797	1,500	06/01/2039	1
01F052-65-6...	FNMA TBA		05/04/2011	VARIOUS		1,399,422	1,300,000	1,386,938		(3)			(3)		1,386,935		12,487	12,487	2,185	05/01/2039	1
01F052-66-4...	FNMA TBA 01F052664		05/12/2011	5995304		969,750	900,000	965,672		(8)			(8)		965,664		4,086	4,086	1,650	06/15/2034	1
31283K-ZD-3...	FHLMC		06/01/2011	PAYDOWN		10,157	10,157	10,871		(714)			(714)		10,157		.0	.0	.65	12/01/2019	1
3128JP-3B-4...	FHLMC		06/01/2011	PAYDOWN		7,878	7,878	8,242	8,098	(56)			(56)		7,878		.0	.0	.119	10/01/2039	1
3128JP-7K-0...	FHLMC		06/01/2011	PAYDOWN		5,970	5,970	6,192	6,131	(137)			(137)		5,970		.0	.0	.71	02/01/2040	1
3128JQ-HT-8...	FHLMC		06/01/2011	PAYDOWN		93,703	93,703	96,031	96,642	(2,044)			(895)		93,703		.0	.0	1,351	07/01/2040	1
3128MC-LV-5...	FHLMC		06/01/2011	PAYDOWN		32,046	32,046	34,630	34,051	(397)			(2,006)		32,046		.0	.0	.663	09/01/2021	1
3128MC-VB-8...	FHLMC POOL #G14010		06/01/2011	PAYDOWN		49,066	49,066	53,093	52,061	(2,417)			(578)		49,066		.0	.0	1,109	01/01/2026	1
3128P7-D7-5...	FHLMC		06/01/2011	PAYDOWN		6,921	6,921	7,417		(495)			(495)		6,921		.0	.0	.04	01/2027	1
31294K-WE-1...	FHLMC		06/01/2011	PAYDOWN		4,166	4,166	4,459		(293)			(293)		4,166		.0	.0	.27	01/01/2019	1
31294K-XT-7...	FHLMC POOL #E01590		06/01/2011	PAYDOWN		4,318	4,318	4,622		(304)			(304)		4,318		.0	.0	.28	02/01/2019	1
31335H-3E-1...	FHLMC 31335H3E1		06/01/2011	PAYDOWN		4,844	4,844	5,106		(262)			(262)		4,844		.0	.0	.37	02/01/2024	1
31371L-SD-2...	FNMA 31371LSD2		06/01/2011	PAYDOWN		3,519	3,519	3,761		(241)			(241)		3,519		.0	.0	.29	07/01/2019	1
31371N-U4-5...	FNMA		06/01/2011	PAYDOWN		8,170	8,170	8,596		(426)			(426)		8,170		.0	.0	.69	05/01/2028	1
31371P-AJ-9...	FNMA		06/01/2011	PAYDOWN		4,530	4,530	4,935		(405)			(405)		4,530		.0	.0	.49	11/01/2018	1
3138A5-R4-6...	FNMA		06/01/2011	PAYDOWN		2,307	2,307	2,276		.32			.32		2,307		.0	.0	.12	03/01/2041	1
3138AA-6H-9...	FNMA		06/01/2011	PAYDOWN		706	706	696		.10			.10		706		.0	.0	.4	04/01/2041	1
3138EG-B4-5...	FNMA		06/01/2011	PAYDOWN		64,737	64,737	69,117		(4,380)			(4,380)		64,737		.0	.0	528	03/01/2026	1
3138EG-EG-5...	FNMA 3138EGEG5		06/01/2011	PAYDOWN		501	501	526		(25)			(25)		501		.0	.0	.1	09/01/2036	1
313921-C5-5...	FNMA		06/01/2011	PAYDOWN		6,180	6,180	6,613		(433)			(433)		6,180		.0	.0	.49	11/25/2017	1
313921-Y8-5...	FNMA REMIC 2001-60		06/01/2011	PAYDOWN		2,135	2,135	2,303		(168)			(168)		2,135		.0	.0	.31	11/25/2031	1

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
										11	12	13	14	15								
31392W-MR-8	FHLMC 31392WMR8		06/01/2011	PAYDOWN		15,888	15,888	16,504			(616)		(616)		15,888			.0	200	03/15/2032	1	
31393G-JQ-8	FHLMC		06/01/2011	PAYDOWN		14,521	14,521	15,021			(499)		(499)		14,521			.0	112	05/15/2022	1	
31393K-TW-5	FHLMC 31393KTW5		06/01/2011	PAYDOWN		2,035	2,035	2,193			(158)		(158)		2,035			.0	30	02/15/2033	1	
31393T-D5-2	FNMA REMIC 31393TD52		06/01/2011	PAYDOWN		5,205	5,205	5,325			(120)		(120)		5,205			.0	56	08/25/2033	1	
31393U-LG-6	FNMA		06/01/2011	PAYDOWN		5,245	5,245	5,461			(216)		(216)		5,245			.0	37	08/25/2033	1	
31394A-HT-6	FNMA 31394AHT6		06/01/2011	PAYDOWN		3,419	3,419	3,538			(119)		(119)		3,419			.0	19	09/25/2032	1	
31394B-SA-8	FNMA 31394B5A8		06/01/2011	PAYDOWN		6,464	6,464	6,838			(374)		(374)		6,464			.0	52	01/25/2035	1	
	FNMA REMIC 2005-48																					
31394D-A4-2	31394DA42		06/01/2011	PAYDOWN		7,554	7,554	8,130			(576)		(576)		7,554			.0	104	02/25/2035	1	
31394E-FT-0	FNMA 31394EFT0		06/01/2011	PAYDOWN		3,479	3,479	3,788			(309)		(309)		3,479			.0	22	07/25/2035	1	
	FNMA REMIC 2005-84																					
31394F-N9-2	31394FN92		06/01/2011	PAYDOWN		13,900	13,900	15,151			(1,251)		(1,251)		13,900			.0	197	10/25/2035	1	
31394F-WS-0	FNMA		06/01/2011	PAYDOWN		1,730	1,730	1,778			(48)		(48)		1,730			.0	16	01/25/2035	1	
31395M-SH-3	FHLMC 31395MSH3		06/01/2011	PAYDOWN		12,222	12,222	13,264			(1,043)		(1,043)		12,222			.0	170	02/15/2035	1	
31395M-Y8-6	FHLMC		06/01/2011	PAYDOWN		34,782	34,782	36,684	36,162	(1,033)					34,782			.0	636	07/15/2019	1	
31396Q-MN-6	FNMA 31396QMN6		06/01/2011	PAYDOWN		2,163	2,163	2,355			(192)		(192)		2,163			.0	11	05/25/2037	1	
31396Y-H2-1	FNMA		06/01/2011	PAYDOWN		15,032	15,032	15,868	12,547	(449)					15,032			.0	242	09/25/2035	1	
31397N-L4-5	FNMA		06/01/2011	PAYDOWN		1,980	1,980	2,186			(207)		(207)		1,980			.0	18	06/25/2039	1	
31398K-ZB-9	FHLMC 31398KZB9		06/01/2011	PAYDOWN		951	951	995			(44)		(44)		951			.0	4	11/15/2038	1	
31398M-GL-4	FNMA		06/01/2011	PAYDOWN		2,581	2,581	2,659	2,635	(49)					2,581			.0	36	09/25/2019	1	
31398R-UH-6	FNMA REMIC 31398RUH6		06/01/2011	PAYDOWN		15,622	15,622	16,325			(703)		(703)		15,622			.0	111	06/25/2040	1	
31398R-V8-5	FNMA		06/01/2011	PAYDOWN		89,837	89,837	89,880	91,369		(1,531)		(1,531)		89,837			.0	186	06/25/2037	1	
31398R-W2-7	FNMA		06/01/2011	PAYDOWN		97,423	97,423	97,484	97,486	97					97,423			.0	215	12/25/2036	1	
31403D-DL-0	FNMA POOL #745407		06/01/2011	PAYDOWN		12,348	12,348	13,475			(1,127)		(1,127)		12,348			.0	183	04/01/2024	1	
31410L-CR-1	FNMA		06/01/2011	PAYDOWN		15,295	15,295	16,543	16,239	(743)					15,295			.0	316	06/01/2018	1	
31416B-T2-4	FNMA		06/01/2011	PAYDOWN		2,887	2,887	3,009	1,613	(40)					2,887			.0	20	07/01/2035	1	
31416C-FK-7	FNMA 31416CFK7		06/01/2011	PAYDOWN		1,535	1,535	1,666			(131)		(131)		1,535			.0	7	05/01/2026	1	
31416R-R5-4	FNMA		06/01/2011	PAYDOWN		18,768	18,768	19,469	19,321	(387)					18,768			.0	273	08/01/2039	1	
31417T-RT-7	FNMA		06/01/2011	PAYDOWN		15,168	15,168	15,734	15,497	(269)					15,168			.0	220	01/01/2040	1	
31418M-OG-0	FNMA 31418MGO0		06/01/2011	PAYDOWN		13,735	13,735	14,677			(942)		(942)		13,735			.0	112	11/01/2021	1	
31419A-6X-0	FNMA 31419A6X0		06/01/2011	PAYDOWN		35,877	35,877	37,609			(1,732)		(1,732)		35,877			.0	346	09/01/2020	1	
31419B-AV-7	FNMA 31419BAV7		06/01/2011	PAYDOWN		30,370	30,370	32,610			(2,240)		(2,240)		30,370			.0	374	12/01/2019	1	
31419F-VT-0	FNMA #AE5125		06/01/2011	PAYDOWN		6,787	6,787	6,902	6,878	(87)					6,787			.0	114	10/01/2040	1	
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						8,238,834	8,016,657	8,267,382	496,730	(9,330)	(25,459)	0	(34,789)	0	8,231,408	0	7,426	7,426	15,438	XXX	XXX	
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
00206R-AF-9	AT&T INC.		06/17/2011	DIR		292,347	275,000	297,627	292,864		(4,109)		(4,109)		288,756		3,592	3,592	12,743	01/15/2013	1FE	
00209T-AA-3	AT&T BROADBAND		06/16/2011	6061105		438,360	390,000	438,528			(308)		(308)		438,220		140	140	8,710	03/15/2013	2FE	
020002-AW-1	ALLSTATE CORP		05/12/2011	494105		113,800	100,000	113,115	111,433		(1,227)		(1,227)		110,206		3,594	3,594	3,117	05/16/2014	1FE	
02005R-AA-9	ALLY AUTO REC		06/15/2011	PAYDOWN		37,653	37,653	37,632		16					37,653			.0	155	03/15/2013	1FE	
032654-AG-0	ANALOG DEVICES		04/20/2011	MIZUHOFX		186,008	185,000	184,127							184,134		1,874	1,874	339	04/15/2016	1FE	
034863-AC-4	ANGLO AMERN CAP	F	06/07/2011	6061105		212,917	210,000	210,229	210,205		(33)		(33)		210,172		2,745	2,745	3,173	09/27/2013	2FE	
03523T-AA-6	ANHEUSER BUSCH INBEV		04/15/2011	DIR		56,950	50,000	57,272			(322)		(322)		56,950			.0	900	01/15/2014	2FE	
03523T-BD-9	ANHEUSER BUSCH INBEV		06/20/2011	CALLED		57,237	50,000	56,950			(446)		(446)		56,504		733	733	1,550	01/15/2014	1FE	
042707-AG-4	ARRAN RESIDENTIAL MT	F	06/20/2011	PAYDOWN		62,702	62,702	62,172	60,736	2,140					62,702			.0	112	09/20/2056	1FE	
04271A-AB-7	ARRAN RESIDENTIAL MT	F	06/16/2011	CALLED		2,947	2,947	1,092							0		52	52			09/16/2056	1FE
05950X-AB-2	BANC AMERICA		06/01/2011	PAYDOWN		27,561	27,561	28,568	28,345	(751)					27,561			.0	538	09/10/2047	32*	
059512-AB-9	BANC AMER COML MTG		06/01/2011	PAYDOWN		656	656	690		(16)					656			.0	16	06/10/2049	42*	
06052J-AC-6	BANK AMERICA		06/15/2011	PAYDOWN		15,232	15,232	15,308							15,232			.0	61	03/17/2014	1FE	
06738G-UZ-1	BARCLAYS BK PLC	F	06/02/2011	196101		211,760	200,000	212,576	209,856		(2,480)		(2,480)		207,376		4,384	4,384	8,024	09/12/2012	1FE	
06740W-JR-5	BARCLAYS BK NEW YORK	F	06/23/2011	196101		201,058	200,000	200,000	200,000						200,000		1,058	1,058	1,526	12/16/2011	1FE	
136385-AF-8	CANADIAN NAT RES LTD	A	05/19/2011	6431105		181,076	165,000	183,252	181,881		(1,647)		(1,647)		180,234		842	842	3,885	12/01/2014	2FE	
13974D-AD-8	CAPITAL AUTO RECEIVA		06/15/2011	PAYDOWN		44,379	44,379	45,821		(651)					44,379			.0	952	03/15/2014	1FE	
14041U-AE-5	CAPITAL ONE AUTO		05/15/2011	VARIOUS		162,122	162,122	161,463	161,373		235				161,609		513	5				

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
233882-AF-6...	DAIMLERCHRYSLER AUTO...	D	06/08/2011	PAYDOWN		27,443	27,443	28,472	28,359	(422)	(495)		(917)		27,443			.0	597	03/08/2013	1FE
2A2FF5-WW...	TURBO FINANCE		06/20/2011	PAYDOWN		52,729	52,729	57,980			(4,888)		(4,888)	22,419	52,729	(363)		(363)	153	01/20/2019	1FE
30224X-AA-2...	EXTENDED STAY AMER		06/01/2011	PAYDOWN		2,027	2,027	2,007	2,013	14			14		2,027			.0	25	11/05/2027	12*
345280-AC-8...	FORD CR FLOORPLAN MA...		06/15/2011	CALLED		370,000	370,000	364,450	365,124		1,118		1,118		366,242		3,758	3,758	917	06/15/2013	1FE
	FORD CREDIT AUTO OWNER																				
34529H-AC-7...	TRUST		06/15/2011	PAYDOWN		55,222	55,222	55,593			(371)		(371)		55,222			.0	237	01/15/2014	1FE
34529K-AB-2...	FORD CR AUTO LEASE T		06/15/2011	PAYDOWN		157,633	157,633	157,775	157,808	(36)	(138)		(174)		157,633			.0	680	03/15/2013	1FE
36158Y-HA-0...	GE CAP CMO		06/01/2011	PAYDOWN		1,758	1,758	1,845	1,845	(86)	(1)		(87)		1,758			.0	44	12/10/2037	1FE
36228C-LS-0...	GS MTG SECS CORP II		06/01/2011	PAYDOWN		255,825	255,825	267,177	262,109	8,755	(15,039)		(6,284)		255,825			.0	6,742	08/05/2018	32*
	HONDA AUTO RECEIVABLES																				
43812W-AC-1...	TRUST		06/15/2011	PAYDOWN		10,268	10,268	10,364			(96)		(96)		10,268			.0	58	05/15/2013	1FE
	HYUNDAI AUTO RECEIVABLES																				
44921A-AC-5...	TRUST		06/15/2011	PAYDOWN		11,015	11,015	11,118			(103)		(103)		11,015			.0	39	08/15/2013	1FE
46625M-G0-6...	J P MORGAN CHASE COM		06/01/2011	PAYDOWN		186,458	186,458	194,732	191,442	(2,884)	(2,100)		(4,984)		186,458			.0	5,374	11/15/2035	32*
46625M-LS-6...	JP MORGAN CMO		06/01/2011	PAYDOWN		544	544	565			(21)		(21)		544			.0	7	07/12/2037	1FE
46625V-JE-4...	JP MORGAN CMO		04/01/2011	PAYDOWN		28,862	28,862	29,709			(848)		(848)		28,862			.0	125	08/12/2037	1FE
46629P-AL-2...	J P MORGAN CHASE COM		06/01/2011	PAYDOWN		10,196	10,196	10,476	10,357	(159)	(3)		(162)		10,196			.0	267	05/15/2047	32*
46630J-AJ-8...	J P MORGAN CHASE COM		06/01/2011	PAYDOWN		12,233	12,233	12,541	12,406	(169)	(4)		(173)		12,233			.0	251	01/15/2049	22*
481247-AA-2...	JPMORGAN CHASE		06/28/2011	DIR		197,407	195,000	200,550	199,976		(2,683)		(2,683)		197,293		113	113	3,521	12/01/2011	1FE
61746W-MV-9...	MORGAN STANLEY		06/01/2011	PAYDOWN		15,476	15,476	15,979			(503)		(503)		15,476			.0	443	04/15/2034	32*
62888U-AA-8...	NCUA GTD NTS TR		06/06/2011	PAYDOWN		19,260	19,260	19,260	19,260						19,260			.0	51	11/06/2017	1FE
62888V-AB-4...	NCUA GTD		06/04/2011	PAYDOWN		17,317	17,317	17,315	17,316	1					17,317			.0	131	10/04/2020	1FE
62888W-AB-2...	NCUA		06/06/2011	DIR		3,647	3,647	3,647							3,647			.0	10	12/06/2020	1FE
784419-AD-5...	SLC PRIV STUDENT		04/15/2011	PAYDOWN		5,616	5,616	5,075	5,635		(20)		(20)		5,616			.0	12	01/15/2019	1FE
784426-SN-7...	SLM STUDENT LN TR		04/25/2011	PAYDOWN		17,356	17,356	17,369	17,522		(167)		(167)		17,356			.0	61	07/27/2020	1FE
78443C-BM-5...	SLM PRIVATE CR		06/15/2011	PAYDOWN		13,939	13,939	13,353			586		586		13,939			.0	25	06/15/2021	1FE
78445D-AA-8...	SLM PRIVATE ED LN TR		05/23/2011	VARIOUS		94,925	99,254	97,331	97,332		(781)		(781)		96,551		(1,626)	(1,626)	2,789	07/15/2042	1FE
784450-AA-9...	SLM PRIVATE ED LN TR		06/15/2011	PAYDOWN		13,274	13,274	13,274	13,274						13,274			.0	105	12/15/2017	1FE
80281W-AF-8...	SANTANDER DRIVE AUTO		06/15/2011	VARIOUS		156,968	156,968	160,181	160,687		(1,274)		(1,274)		159,413		(2,445)	(2,445)	4,219	10/15/2014	2FE
80282D-AB-8...	SANTANDER DRIVE AUTO		06/15/2011	PAYDOWN		56,196	56,196	56,328	56,305	(53)	(56)		(109)		56,196			.0	314	03/15/2013	1FE
80282F-AC-1...	SANTANDER DRIVE AUTO		06/15/2011	PAYDOWN		59,229	59,229	59,228	59,228	1					59,229			.0	334	08/15/2013	1FE
80282L-AC-8...	SANTANDER DRIVE		06/15/2011	PAYDOWN		26,185	26,185	26,184			2		2		26,185			.0	261	05/15/2017	2FE
80282W-AB-8...	SANTANDER ABS	R	06/15/2011	PAYDOWN		15,807	15,807	15,805			1		1		15,807			.0	32	08/15/2016	1FE
80282W-AC-6...	SANTANDER ABS	R	06/15/2011	PAYDOWN		15,533	15,533	15,532			1		1		15,533			.0	40	08/15/2016	1FE
83162C-NU-3...	SMALL BUS ADMIN 83162CNU3		06/01/2011	PAYDOWN		9,389	9,389	10,158			(769)		(769)		9,389			.0	271	06/01/2024	1
87938W-AE-3...	TELEFONICA EMISIO	F	05/05/2011	5562105		248,175	250,000	244,608	245,253		220		220		245,473		2,703	2,703	819	02/04/2013	1FE
88732J-AG-3...	TIME WARNER CABLE IN		06/16/2011	2854304		235,512	225,000	241,013	236,954		(3,724)		(3,724)		233,231		2,282	2,282	11,779	07/02/2012	2FE
	USAA AUTO OWNERS																				
90327Y-AC-6...	90327YAC6		06/15/2011	PAYDOWN		20,457	20,457	20,572			(115)		(115)		20,457			.0	77	10/15/2012	1FE
92344G-AW-6...	VERIZON GLOBAL		06/07/2011	DIR		222,928	200,000	217,584			(1,158)		(1,158)		216,426		6,502	6,502	7,214	09/15/2015	1FE
92869A-AC-8...	VOLKSWAGON AUTO		06/20/2011	PAYDOWN		3,258	3,258	3,274			(16)		(16)		3,258			.0	18	01/20/2014	1FE
929766-AD-5...	WACHOVIA BK COM1		06/01/2011	PAYDOWN		35,816	35,816	37,640	37,421	(1,564)	(41)		(1,605)		35,816			.0	1,032	04/15/2034	42*
92976W-BJ-4...	WACHOVIA CORP GLOBAL		05/18/2011	CHASE*18		302,484	280,000	301,342	297,312		(2,845)		(2,845)		294,468		8,016	8,016	8,641	05/01/2013	1FE
961214-BH-5...	WESTPAC BKG CORP	F	06/07/2011	6431105		132,983	125,000	129,585	129,118		(413)		(413)		128,705		4,278	4,278	4,127	02/27/2015	1FE
961214-BM-4...	WESTPAC BKG CORP	F	06/10/2011	2854304		101,493	100,000	99,936	99,943		9		9		99,952		1,541	1,541	1,820	08/02/2013	1FE
982526-AC-9...	WRIGHTLEY WM JR CO		06/28/2011	MATURED		250,000	250,000	250,763	250,385		(385)		(385)		250,000			.0	2,124	06/28/2011	2FE
B06S3K-88...	PERMANENT FINAN	R	06/10/2011	CALLED		133,877	133,877	129,472	127,507		32		32	1,979	132,189	2,671	1,688	4,359	582	09/10/2032	1FE
B1F1J1W-77...	ARRAN RES MTG	D	06/20/2011	PAYDOWN		48,304	48,304	48,069			235		235		48,304			.0	87	09/20/2056	1FE
B1F1J2K-22...	ARRAN RESIDENTIAL	D	06/20/2011	PAYDOWN		14,624	14,624	14,086	13,406		140		140	656	14,624	424		424	85	09/20/2056	1FE
B1H2FK-00...	GRACECHURCH MTG	D	05/20/2011	PAYDOWN		30,740	30,740	29,964	28,825	339	14		353	1,092	30,740	479		479	174	11/20/2056	1FE
B1Y4RD-66...	SMHL GLOBAL FUND	D	06/12/2011	PAYDOWN		15,362	15,362	14,104	13,826	529	44		573	245	15,362	752		752	42	06/12/2040	1FE
B1YMPG-99...	HOLMES MASTER ISSUER	D	04/15/2011	CALLED		57,066	57,066	54,460	54,194		17		17	287	56,454	1,956	611	2,567	237	07/15/2021	1FE
B1YSTK-99...	HOLMES MASTER ISSUER	D	04/15/2011	PAYDOWN		81,702	81,702	73,249	79,086		16		16	(4,894)	81,702	7,494		7,494	432	07/15/2021	1FE
G05505-AF-2...	ARRAN RES MTGE	D	06/16/2011	PAYDOWN		9,899	9,899	10,135			86		86	3,197	9,899	(323)		(323)	89	09/16/2056	1FE
G05505-AN-5...	ARRAN RESIDENTIAL	D	06/16/2011	PAYDOWN		19,493	19,493	18,946	18,560	330	56		386	335	19,493	221		221	139	09/16/2056	1FE
G3677P-A0-6...	FOSSE MASTER ISSUER	F	04/18/2011	PAYDOWN		32,019	32,019	31,811	31,895		124		124		32,019			.0	61	10/18/2054	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						8,221,555	7,992,028	8,244,184	6,853,646	8,794	(56,483)	0	(47,689)	25,316	8,171,554	13,311	50,001	63,312	155,719	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						146,973,108	145,618,432	146,710,441	9,174,308	(536)	(95,672)	0	(96,208)	25,316	146,586,328	13,311	386,755	400,066	368,040	XXX	XXX
8399999 - Subtotals - Bonds						146,973,108	145,618,432	146,710,441	9,174,308	(536)	(95,672)	0	(96,208)	25,316	146,586,328	13,311	386,755	400,066	368,040	XXX	XXX
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
62826M-92-1...	JP MORGAN CORE BOND FUND		05/25/2011	DIR		7,402,017,890	73,913,260	XXX	73,912,554	76,127,435	(3,808,615)		(3,808,615)		73,912,554		706	706	1,593,675	XXX	XXX
72201P-61-																					

SCHEDULE D - PART 4

1 CUSIP Identi- fication	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
9799997 - Subtotals - Common Stocks - Part 4						87,425,457	XXX	87,222,033	77,729,514	(4,008,625)	0	0	(4,008,625)	0	87,222,033	0	203,425	203,425	1,599,603	XXX	XXX
9799999 - Subtotals - Common Stocks						87,425,457	XXX	87,222,033	77,729,514	(4,008,625)	0	0	(4,008,625)	0	87,222,033	0	203,425	203,425	1,599,603	XXX	XXX
9899999 - Subtotals - Preferred and Common Stocks						87,425,457	XXX	87,222,033	77,729,514	(4,008,625)	0	0	(4,008,625)	0	87,222,033	0	203,425	203,425	1,599,603	XXX	XXX
	9999999 Totals						234,398,565	XXX	233,932,474	86,903,822	(4,009,161)	(95,672)	0	(4,104,833)	25,316	233,808,361	13,311	590,180	603,491	1,967,643	XXX	XXX

E05.3

E06

[illegible]

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
A0001	Not applicable.....

EO7

[illegible]

Broker Name	Net Cash Deposits
0000001 The Chicago Board of Trade.....	.....66,000
Total Net Cash Deposits	.....66,000

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
A0001		Not applicable.....

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF JUNE 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter							
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year